

BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE

April 1, 2005

IN RE:

**PETITION FOR APPROVAL OF THE AMENDMENT
TO THE INTERCONNECTION AGREEMENT BETWEEN
BELLSOUTH TELECOMMUNICATIONS, INC.
AND BUDGET PHONE, INC.**

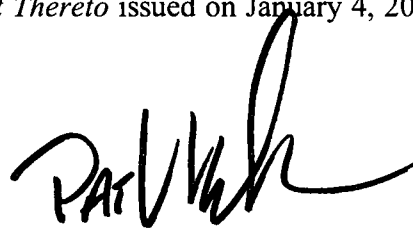
**DOCKET NO.
05-00026**

**ORDER APPROVING
SECOND AMENDMENT TO THE INTERCONNECTION AGREEMENT**

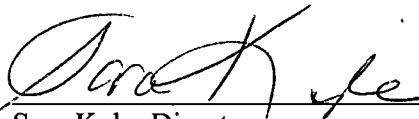
This matter came before Chairman Pat Miller, Director Sara Kyle and Director Ron Jones of the Tennessee Regulatory Authority (the "Authority"), the voting panel assigned to this docket, at a regularly scheduled Authority Conference held on March 14, 2005 to consider the Petition for approval of the second amendment to the interconnection agreement negotiated between BellSouth Telecommunications, Inc. and Budget Phone, Inc. filed on January 20, 2005 ¹

Based upon a review of the amendment, the record in this matter, and the standards for review set forth in 47 U.S.C. § 252, the Directors made findings consistent with those in the *Order Approving Interconnection Agreement and the First Amendment Thereto* issued on January 4, 2005 in Docket No. 04-00352 and unanimously granted the Petition

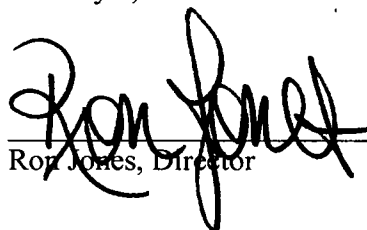
IT IS SO ORDERED.



Pat Miller, Chairman



Sara Kyle, Director



Ron Jones, Director

¹ The original interconnection agreement and first amendment were filed and approved in Docket No. 04-00352